

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

**PROSPECT MEDICAL HOLDINGS, INC., et
*al.*¹**

Debtors.

Chapter 11

Case No. 25-80002 (SGJ)

(Jointly Administered)

WITNESS AND EXHIBIT LIST FOR HEARING ON APRIL 15, 2025

TO THE HONORABLE CHIEF JUDGE STACEY G. JERNIGAN,
UNITED STATES BANKRUPTCY JUDGE:

Fifth Third Securities, Inc., successor by merger to H2C Securities, Inc. ("Fifth Third"), hereby files this Witness and Exhibit List in connection with the hearing scheduled for April 15, 2025, at 1:30 p.m. (CST) before the Honorable Chief Judge Stacey G. Jernigan, United States Bankruptcy Judge, 1100 Commerce Street, 14th Floor, Courtroom 1, Dallas, Texas 75242.

Witnesses

1. Jordan Lenning, Vice President, Healthcare Investment Banking at Fifth Third;
2. Ben Mingle, CEO and President of Centurion Foundation, Inc.;
3. Any witnesses called or listed by any other party; and
4. Any witnesses necessary to rebut the testimony of any witnesses called or designated by any other parties.

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://omniagentsolutions.com/Prospect>. The Debtors' mailing address is 3824 Hughes Ave., Culver City, CA 90232.

Exhibits

Exhibit Number	Description	Stipulated	Admitted
F-1	Declaration of Jordan Lenning, Vice President for Fifth Third Securities, Inc., in Support of Fifth Third Securities, Inc.'s Motion for Allowance of Administrative Expense Claim Under 11 U.S.C. § 503(b) [Docket No. 1322-1]	X	
F-2	Declaration of Ben Mingle, CEO and President for Centurion Foundation, Inc. in Support of Fifth Third Securities, Inc.'s Motion for Allowance of Administrative Expense Claim Under 11 U.S.C. § 503(b) [Docket No. 1322-2]	* ²	
F-3	Asset Purchase Agreement by and between Centurion Foundation, Inc. and Prospect Medical Holding, Inc. dated November 18, 2022	X	
F-4	March 10, 2021 Engagement Letter between Prospect Medical Holdings, Inc. and H2C Securities, Inc.	X	
F-5	Debtors' Motion for Entry of an Order Approving Sale of Rhode Island Assets [Docket No. 349]	X	
F-6	Amended and Restated Asset Purchase Agreement by and between The Centurion Foundation, Inc., CharterCARE Health of Rhode Island, Inc. and each of their successors and assigns Prospect Medical Holdings, Inc. Dated as of February 2, 2025 [Docket No. 349-1]	X	
F-7	Application of the Debtors for Entry of an Order Authorizing Retention and Employment of Houlihan Lokey Capital, Inc. as Investment Banker to the Debtors as of the Petition Date [Docket No. 307] (including engagement letter exhibit)	X	
F-8	Limited Objection to Debtors' Motion for Entry of an Order Approving Sale of Rhode Island Assets [Docket No. 530]	X	
F-9	Declaration of Paul Rundell in Support of the Centurion Sale Transaction [Docket No. 369]	X	

² Still being discussed with Debtors' counsel.

F-10	Order Approving and Authorizing (A) the Asset Purchase Agreement, (B) the Sale of the Debtors' Assets Free and Clear of Interests, (C) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (D) the Assignment of Certain Permits; and (II) Granting Related Relief [Docket No. 606]	X	
F-11	First Monthly Fee Statement of Sidley Austin LLP for Allowance of Compensation and Reimbursement of Expenses for the Period from January 12, 2025 Through and Including January 31, 2025 [Docket No. 847]		
F-12	Second Monthly Fee Statement of Sidley Austin LLP for Allowance of Compensation and Reimbursement of Expenses for the period from February 1, 2025 through and including February 28, 2025 [Docket No. 1403]		
F-13	Notice Fee Statement of Houlihan Lokey Capital, Inc. For Compensation for Services and Reimbursement of Expenses as Investment Banker for the Debtors for the Period from January 11, 2025 through February 28, 2025 [Docket No. 1378]		
F-14	Declaration of Thomas R. Califano in Support of the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Sidley Austin LLP as Attorneys for the Debtors and Debtors in Possession Effective as of the Petition Date [Docket No. 308-2]		
F-15	Transcript of January 14, 2025 Hearing	X	
	All exhibits necessary for impeachment purposes.		
	Any other document entered or filed in the above-styled bankruptcy case, including any exhibits thereto.		
	Any and all documents identified or offered by any other party.		

Fifth Third reserves the right to supplement, amend, or delete any witness and exhibits prior to the hearing. Fifth Third also reserves the right to use any exhibits presented by any other party and to ask the Court to take judicial notice of any document. Fifth Third finally reserves the right to introduce exhibits previously admitted.

Dated: April 10, 2025

FROST BROWN TODD LLP

By:/s/ Rebecca L. Matthews

Rebecca L. Matthews (Texas Bar No. 24062776)
2101 Cedar Springs Road, Ste. 900
Dallas, TX 75201
214-580-8608 Telephone
214-545-3473 Facsimile
E-mail: rmatthews@fbtlaw.com

and

Joy D. Kleisinger (Ohio Bar No. 0101993) (*pro hac
vice*)
3300 Great American Tower
301 East Fourth Street
Cincinnati, Ohio 45202
513-651-6800 Telephone
513-651-6981 Facsimile
E-mail jkleisinger@fbtlaw.com

**COUNSEL FOR FIFTH THIRD SECURITIES,
INC.**

CERTIFICATE OF SERVICE

I hereby certify that on April 10, 2025, a true and correct copy of the Witness and Exhibit List was sent via ECF Noticing to all parties receiving ECF Notices in these chapter 11 cases.

/s /Rebecca L. Matthews
Rebecca L. Matthews

0106586.0799451 4910-9383-5569v3